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PTO/SB/01 (12-87)

Approved for use through 9/30/01. GMB 0851-0032
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**DECLARATION FOR UTILITY OR
DESIGN
PATENT APPLICATION
(37 CFR 1.63)**

Declaration Submitted with Initial Filing OR Declaration Submitted after Initial Filing (surcharge (37 CFR 1.16 (e)) required)

Attorney Docket Number	1189/101
First Named Inventor	Warren E. Baxley
COMPLETE IF KNOWN	
Application Number	/
Filing Date	Herewith
Group Art Unit	
Examiner Name	

As a below named Inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the original, first and sole Inventor (if only one name is listed below) or an original, first and joint Inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

**LARGE-SCALE, FAULT-TOLERANT AUDIO CONFERENCING IN A PURELY
PACKET-SWITCHED NETWORK**

the specification of which

(Title of the Invention)

 is attached hereto

OR

 was filed on (MM/DD/YYYY) [] as United States Application Number or PCT International

Application Number [] and was amended on (MM/DD/YYYY) [] (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment specifically referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.58.

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or 385(b) of any foreign application(s) for patent or Inventor's certificate, or 385(a) of any PCT International application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent or Inventor's certificate, or any PCT International application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application Number(s)	Country	Foreign Filing Date (MM/DD/YYYY)	Priority Not Claimed	Certified Copy Attached?	
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 Additional foreign application numbers are listed on a supplemental priority data sheet PTO/SB/02B attached hereto.

I hereby claim the benefit under 35 U.S.C. 119(e) of any United States provisional application(s) listed below.

Application Number(s)	Filing Date (MM/DD/YYYY)	<input type="checkbox"/> Additional provisional application numbers are listed on a supplemental priority data sheet PTO/SB/02B attached hereto.
[]	[]	<input type="checkbox"/>

(Page 1 of 2)

Burden Hour Statement: This form is estimated to take 0.4 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.

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PTO/SB/01 (12-97)

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DECLARATION — Utility or Design Patent Application

I hereby claim the benefit under 35 U.S.C. 120 of any United States application(s), or 35U.S.C. of any PCT international application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of 35 U.S.C. 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56 which becomes available between the filing date of the prior application and the national or PCT international filing date of this application.

U.S. Parent Application or PCT Parent Number	Parent Filing Date (MM/DD/YYYY)	Parent Patent Number (if applicable)

Additional U.S. or PCT international application numbers are listed on a supplemental priority data sheet PTO/SB/02B attached hereto.

As a named inventor, I hereby appoint the following registered practitioner(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

Customer Number →
 OR
 Registered practitioner(s) name/registration number listed below

Place Customer Number Bar Code Label here

Name	Registration Number	Name	Registration Number
Robert C. Dorr	27,782	Leslie P. Kramer	38,521
W. Scott Carson	27,292	Mark D. Trenner	43,961
Jack C. Sloan	26,806		
Thomas S. Birney	30,025		

Additional registered practitioner(s) named on supplemental Registered Practitioner Information sheet PTO/SB/02C attached hereto.

Direct all correspondence to: Customer Number or Bar Code Label

OR Correspondence address below

Name Mark D. Trenner
Dorr, Carson, Sloan & Birney, P.C.

Address 3010 East 6th Avenue

Address

City Denver State CO ZIP 80206

Country USA Telephone 303-333-3010 Fax 303-333-1470

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Name of Sole or First Inventor:

A petition has been filed for this unsigned Inventor

Given Name (first and middle if any)

Family Name or Surname

Warren E.

Baxley

Inventor's Signature Warren E. Baxley Date 10/25/99

Residence: City Arvada State CO Country USA Citizenship USA

Post Office Address 6957 W. 83rd Way

Post Office Address

City Arvada State CO ZIP 80003 Country USA

Additional inventors are being named on the 2 supplemental Additional Inventor(s) sheet(s) PTO/SB/02A attached hereto

Please type a plus sign (+) inside this box → +

PTO/SB/02A (3-97)

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DECLARATION**ADDITIONAL INVENTOR(S)**
Supplemental Sheet
Page 3 of 4

Name of Additional Joint Inventor, if any:		<input type="checkbox"/> A petition has been filed for this unsigned inventor					
Given Name (first and middle [if any])			Family Name or Surname				
Gregory A.			Clemson				
Inventor's Signature	<i>Gregory A. Clemson</i>					Date	10/25/99
Residence: City	Superior	State	CO	Country	USA	Citizenship	USA
Post Office Address	2216 Dailey St.						
Post Office Address							
City	Superior	State	CO	ZIP	80027	Country	USA
Name of Additional Joint Inventor, if any:		<input type="checkbox"/> A petition has been filed for this unsigned inventor					
Given Name (first and middle [if any])			Family Name or Surname				
William P.			Ernstrom				
Inventor's Signature	<i>Will P.</i>					Date	10/25/99
Residence: City	Golden	State	CO	Country	USA	Citizenship	USA
Post Office Address	1710 Zinnia St.						
Post Office Address							
City	Golden	State	CO	ZIP	80401	Country	USA
Name of Additional Joint Inventor, if any:		<input type="checkbox"/> A petition has been filed for this unsigned inventor					
Given Name (first and middle [if any])			Family Name or Surname				
Eric J.			Nylander				
Inventor's Signature	<i>Eric Nylander</i>					Date	10/25/99
Residence: City	Morrison	State	CO	Country	USA	Citizenship	USA
Post Office Address	12476 W. Chenago Ave.						
Post Office Address							
City	Morrison	State	CO	ZIP	80465	Country	USA

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DECLARATION**ADDITIONAL INVENTOR(S)
Supplemental Sheet
Page 4 of 4**

Name of Additional Joint Inventor, if any:		<input type="checkbox"/> A petition has been filed for this unsigned inventor						
Given Name (first and middle [if any])		Family Name or Surname						
Thomas W.		Stark						
Inventor's Signature	<i>Thomas W. Stark</i>						Date	10/25/99
Residence: City	Englewood	State	CO	Country	USA	Citizenship	USA	
Post Office Address	3328 W. Tanforan Dr.							
Post Office Address								
City	Englewood	State	CO	ZIP	80110	Country	USA	
Name of Additional Joint Inventor, if any:		<input type="checkbox"/> A petition has been filed for this unsigned inventor						
Given Name (first and middle [if any])		Family Name or Surname						
Thomas E.		Yackey, Jr.						
Inventor's Signature	<i>Thomas E. Yackey Jr.</i>						Date	10/25/99
Residence: City	Broomfield	State	CO	Country	USA	Citizenship	USA	
Post Office Address	201 Redwood Cir.							
Post Office Address								
City	Broomfield	State	CO	ZIP	80020	Country	USA	
Name of Additional Joint Inventor, if any:		<input type="checkbox"/> A petition has been filed for this unsigned inventor						
Given Name (first and middle [if any])		Family Name or Surname						
Inventor's Signature							Date	
Residence: City		State		Country		Citizenship		
Post Office Address								
Post Office Address								
City		State		ZIP		Country		

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Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231**

JULY 10, 2000

PTAS

DORR, CARSON, SLOAN & BIRNEY, P.C.
ROBERT C. DORR, ESQ.
3010 EAST 6TH AVENUE
DENVER, CO 80206

A standard linear barcode is located at the bottom of the page, consisting of vertical black bars of varying widths on a white background.

101377480A

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RECORDATION DATE: 10/25/1999

REEL/FRAME: 010349/0384
NUMBER OF PAGES: 6

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
BAXLEY, WARREN E.

DOC DATE: 10/25/1999

ASSIGNOR:
CLEMSON, GREGORY A.

DOC DATE: 10/25/1999

ASSIGNOR:
ERNSTROM, WILLIAM F.

DOC DATE: 10/25/1999

ASSIGNOR:
NYLANDER, ERIC J.

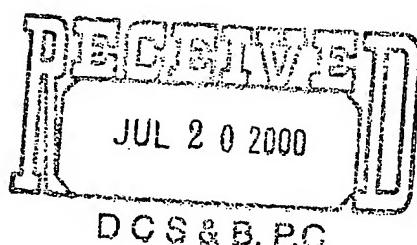
DOC DATE: 10/25/1999

ASSIGNOR:
STARK, THOMAS W.

DOC. DATE: 10/25/1999

ASSIGNOR:
YACKEY, THOMAS E., JR.

DOC. DATE: 10/25/1999



ASSIGNEE:

VOYANT TECHNOLOGIES, INC.
12110 NORTH PECOS STREET
WESTMINSTER, COLORADO 80234

SERIAL NUMBER: 09426684
PATENT NUMBER:

FILING DATE: 10/25/1999
ISSUE DATE:

DOROTHY RILEY, PARALEGAL
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

07-10-2000

MAR 1
10-25-99

101377480

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Reel # Frame #

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Conveyance Type

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Departmental File

Secret File

U.S. PTO
426684

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

10251999

Name (line 1) Baxley, Warren E.

Name (line 2)

Second Party

Name (line 1) Clemson, Gregory A.

Name (line 2)

Execution Date
Month Day Year

10251999

09/12/00

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) Voyant Technologies, Inc.

If document to be recorded
is an assignment and the
receiving party is not
domiciled in the United
States, an appointment
of a domestic
representative is attached.
(Designation must be a
separate document from
Assignment.)

Name (line 2) a Colorado corporation

Address (line 1) 12110 North Pecos Street

Address (line 2)

Address (line 3) Westminster

CO

State/Country

80234

Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3) 000000000 000000000

Address (line 4) 10.00 0

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Correspondent Name and Address

Area Code and Telephone Number **303-333-3010**

Name **Robert C. Dorr, Esq.**

Address (line 1) **Dorr, Carson, Sloan & Birney, P.C.**

Address (line 2) **3010 East 6th Avenue**

Address (line 3) **Denver, CO 80206**

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document
including any attachments. # **2**

Application Number(s) or Patent Number(s)

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Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

10251999

Patent Cooperation Treaty (PCT)

Enter PCT application number

PCT

PCT

PCT

only if a U.S. Application Number
has not been assigned.

PCT

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Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ **40**

Method of Payment:

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

04-1414

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Robert C. Dorr

Name of Person Signing

Robert C. Dorr

Signature

October 25, 1999

Date

ORDINATION FORM COVER SHEET
CONTINUATION
PATENTS ONLY

Conveying Party(ies)

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Enter additional Conveying Parties

Execution Date
Month Day Year

10251999

Name (line 1) Yackey, Thomas E. Jr.

Name (line 2)

Name (line 1)

Name (line 2)

Name (line 1)

Name (line 2)

Execution Date
Month Day Year

Execution Date
Month Day Year

Execution Date
Month Day Year

10251999
10251999
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Name (line 2)

[Redacted]

Address (line 1)

[Redacted]

Address (line 2)

[Redacted]

Address (line 3)

[Redacted]

City

State/Country

Zip Code

Name (line 1)

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Assignment.)

Name (line 2)

[Redacted]

Address (line 1)

[Redacted]

Address (line 2)

[Redacted]

Address (line 3)

[Redacted]

City

State/Country

Zip Code

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

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Patent Application Number(s)

Patent Number(s)

[Redacted]	[Redacted]	[Redacted]

[Redacted]	[Redacted]	[Redacted]

ASSIGNMENT

WHEREAS, We, Warren E. Baxley, whose residence address is 6957 W. 83rd Way, Arvada, Colorado 80003, Gregory A. Clemson, whose residence address is 2216 Dalley St., Superior, Colorado 80027, William P. Emstrom, whose residence address is 1710 Zinnia St., Golden, Colorado 80401, Eric J. Nylander, whose residence address 12476 W. Chenago Ave., Morrison, Colorado 80465, Thomas W. Stark, 3928 W. Tanforan Dr., Englewood, Colorado 80110 and Thomas E. Yackey, Jr., 201 Redwood Cir., Broomfield, Colorado 80020 (the "Assignors") having invented a certain new and useful invention for a "LARGE-SCALE, FAULT-TOLERANT AUDIO CONFERENCING IN A PURELY PACKET-SWITCHED NETWORK" for which we are about to make application for Letters Patent of the United States, said application being identified as Docket No. 1189/101 in the law offices of Dorr, Carson, Sloan & Birney, P.C., 3010 East Sixth Avenue, Denver, Colorado 80206, and herewith executed concurrently on the respective dates listed hereinbelow;

WHEREAS, Voyant Technologies, Inc., a Colorado corporation, whose post office address is 12110 N. Pecos St., Westminster, Colorado, 80234 (the "Assignee"), is desirous of acquiring the entire right, title and interest in and to the aforesaid Invention and application for Letters Patent in the United States and in any and all foreign countries.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) to me in hand paid by the said Assignee, and other good and valuable consideration, receipt whereof is hereby expressly acknowledged, we the aforesaid, Warren E. Baxley, Gregory A. Clemson, William P. Emstrom, Eric J. Nylander, Thomas W. Stark, and Thomas E. Yackey, Jr. hereby sell, transfer and set over to the said Assignee, its successors, legal representatives and assigns, the entire right, title and interest in and to the aforesaid invention and the aforesaid application, for the territory of the United States of America and for all foreign countries, and to all Letters Patents, divisions, continuations, continuations-in-part, substitutions, reissues, re-examinations and extensions to be obtained therefor; and we further agree to cooperate with the said Assignee hereunder in the obtaining and the sustaining of any or all such Letters Patent but at the expense of the said Assignee.

The Commissioner of Patents is hereby authorized and requested to issue the Letters Patent solely in accordance with this Assignment, to the said Assignee, its successors, legal representatives and assigns, as the Assignee of the entire right, title and interest therein.

Further, we agree that we will communicate to said Assignee, or its representatives any facts known to us respecting said invention, and testify in any legal proceedings, sign all lawful papers, execute all division, continuation, continuation-in-part, substitution, reissue, re-examinations and extension applications, execute all necessary assignment papers to cause any and all of said Letters Patent to be issued to said Assignee, make all rightful oaths and generally do everything necessary or desirable to aid said Assignee, its successors

and assigns, to obtain and enforce proper protection for said invention in the United States and in any and all foreign countries.

This Assignment is executed by Warren E. Baxley, Gregory A. Clemson, William P. Emstrom, Eric J. Nylander, Thomas W. Stark, and Thomas E. Yackey, Jr. as of the respective dates set forth below to be effective as of the respective dates set forth below.

Date: 10/25/99

By: Warren E. Baxley
Warren E. Baxley

Date: 10/25/99

By: Gregory A. Clemson
Gregory A. Clemson

Date: 10-25-99

By: William P. Emstrom
William P. Emstrom

Date: 10-25-99

By: Eric J. Nylander
Eric J. Nylander

Date: 10/25/99

By: Thomas W. Stark
Thomas W. Stark

Date: 10/25/99

By: Thomas E. Yackey, Jr.
Thomas E. Yackey, Jr.



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Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
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Washington, D.C. 20231

NOVEMBER 08, 2001

PTAS

DORR, CARSON, SLOAN & BIRNEY, P.C.
LESLIE P. KRAMER
3010 EAST 6TH AVENUE
DENVER, CO 80206



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RECORDATION DATE: 08/29/2001

REEL/FRAME: 012134/0528
NUMBER OF PAGES: 5

BRIEF: MERGER (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

VOYANT TECHNOLOGIES, INC.

DOC DATE: 08/07/2000

ASSIGNEE:

VOYANT TECHNOLOGIES, INC.
1499 WEST 121ST AVENUE
WESTMINSTER, COLORADO 80234

SERIAL NUMBER: 09426382
PATENT NUMBER: _____

FILING DATE: 10/25/1999
ISSUE DATE:

SERIAL NUMBER: 09426684
PATENT NUMBER:

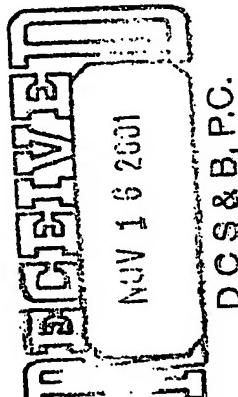
FILING DATE: 10/25/1999
ISSUE DATE:

SERIAL NUMBER: 09772590
PATENT NUMBER:

FILING DATE: 01/29/2001
ISSUE DATE:

SERIAL NUMBER: 07490092
PATENT NUMBER: 5054021

FILING DATE: 03/06/1990
ISSUE DATE: 10/01/1991



012134/0528 PAGE 2

SERIAL NUMBER: 07490047
PATENT NUMBER: 5029162

FILING DATE: 03/06/1990
ISSUE DATE: 07/02/1991

SERIAL NUMBER: 07490095
PATENT NUMBER: 5034947

FILING DATE: 03/06/1990
ISSUE DATE: 07/23/1991

SERIAL NUMBER: 06508256
PATENT NUMBER: 4541087

FILING DATE: 06/27/1983
ISSUE DATE: 09/10/1985

SERIAL NUMBER: 08825477
PATENT NUMBER: 5995608

FILING DATE: 03/28/1997
ISSUE DATE: 11/30/1999

SERIAL NUMBER: 09366355
PATENT NUMBER: 6181786

FILING DATE: 08/03/1999
ISSUE DATE: 01/30/2001

PAULA MCCRAY, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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Submission Type

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Reel # Frame #
 Corrective Document
Reel # Frame #

Conveyance Type

Assignment Security Agreement
 License Change of Name
 Merger Other
U.S. Government
(For Use ONLY by U.S. Government Agencies)
 Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached Execution Date
Month Day Year
 08072000

Name (line 1) Voyant Technologies, Inc.

Name (line 2)

Second Party

Name (line 1)

Name (line 2)

Receiving Party

Mark if additional names of receiving parties attached

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is an assignment and the
receiving party is not
domiciled in the United
States, an appointment
of a domestic
representative is attached.
(Designation must be a
separate document from
Assignment.)

Name (line 1) Voyant Technologies, Inc.

Name (line 2)

Address (line 1) 1499 West 121st Avenue

Address (line 2)

Address (line 3) Westminster

CO

80234

State/Country

Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Correspondent Name and Address

Area Code and Telephone Number

303-333-3010

Name Leslie P. Kramer

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Address (line 3) Denver, Colorado 80206

Address (line 4)

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Patent Application Number(s)

09426382	<input type="text"/>	<input type="text"/>
09426684	<input type="text"/>	<input type="text"/>
09772590	<input type="text"/>	<input type="text"/>

Patent Number(s)

5054021	<input type="text"/> 4541087	<input type="text"/>
5029162	<input type="text"/> 5995608	<input type="text"/>
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9

Fee Amount

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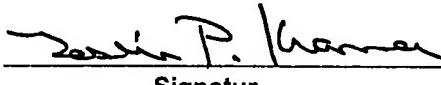
Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Leslie P. Kramer

Name of Person Signing

Signatur

 Aug. 29, 2001

Dat

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VOYANT TECHNOLOGIES, INC.", A COLORADO CORPORATION, WITH AND INTO "VOYANT TECHNOLOGIES, INC." UNDER THE NAME OF "VOYANT TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 2000, AT 1:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3270482 8100M

0605159

AUTHENTICATION:

001398139

08-07-00

DATE:

CERTIFICATE OF MERGER OF

VOYANT TECHNOLOGIES, INC.
a Colorado corporation

WITH AND INTO

VOYANT TECHNOLOGIES, INC.
a Delaware corporation

Voyant Technologies, Inc., a Colorado corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delaware General Corporation Law:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Voyant Technologies, Inc. ("Voyant Colorado")	Colorado
Voyant Technologies, Inc. ("Voyant Delaware")	Delaware

SECOND: An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 7-111-103 of the Colorado Business Corporations Act (the "Agreement and Plan of Merger").

THIRD: The name of the surviving corporation shall be "Voyant Technologies, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of Voyant Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1499 West 121st Avenue, Colorado 80234.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: Voyant Colorado is authorized to issue fourteen million (14,000,000) shares of common stock, par value \$.001 per share, and six million (6,000,000) shares of preferred stock, par value \$.001 per share.

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Executed and verified this 25th day of June, 2000.

(2)

VOYANT TECHNOLOGIES, INC.
a Colorado corporation

By:

William P. Ernstom
President and Chief Executive Officer

TEST:

Amy Garchell
Secretary

VOYANT TECHNOLOGIES, INC.
a Delaware corporation

By:

William P. Ernstom
President and Chief Executive Officer

TEST:

Amy Garchell
Secretary